UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

#### OMB APPROVAL

OMB Number: Expires:

3235-0076 April 30, 2008

Estimated average burden

hours per response.

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

SEC US	E ONLY
Prefix	Serial
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Name of Offering ( check if this is an amendment and name has chang	ged, and in	dicate change.)			Trit. markin NV
	ule 505	⊠ Rule :	06	Section 4(6)	ULOE
Type of Filing: New Filing  Amendment				·	
A. BASIC IDE	NTIFICA	TION DATA			
Enter the information requested about the issuer  Name of Issuer ( check if this is an amendment and name has chang)	-44:	tianta abanan N			
USA Houston Apartments Holdings, DST	co, and m	ilcate change.)			
Address of Executive Offices (Number and Street, City, S	tate 7 in C	ode)	Telephone	Number (Includin	og Area Code)
Five Financial Plaza, Suite 105, Napa, CA 94558	uic, zip c	out)		611-1160	ig Alva Code)
Address of Principal Business Operations (Number and Street, City, S (if different from Executive Offices)	tate, Zip C	ode)		Number (Includin	ng Area Code)
Brief Description of Business  The acquisition, lease and sale of real property held by the D	elaware !	Statutory Trust	•	MF	NOV 07 2005
Type of Business Organization  ☐ corporation ☐ limited partnership, alr ☐ business trust ☐ limited partnership, to		ed	other(pl	ease specify):	THOMSON FINANCIA
Actual or Estimated Date of Incorporation or Organization:    Month   O	th 10	Year 0 4		☐ Estimate	ed
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Po CN for Canada: FN for C			or State:	DE	
GENERAL INSTRUCTIONS					<del></del>
Federal: Who Must File: All issuers making an offering of securities in reliance (15 U.S.C. 77d(6).	on an exen	ption under Reg	ulation D or	Section 4(6), 17 (	CFR 230.501 et seq. or
When to File: A notice must be filed no later than 15 days after the first Securities and Exchange Commission (SEC) on the earlier of the date it after the date on which it is due, on the date it was mailed by United Sta	is received	by the SEC at t	he address gi	ven below or, if re	
Where to File: U.S. Securities and Exchange Commission, 450 Fifth St	reet, N.W.	Washington, D	C. 20549		
Copies Required: Five (5) copies of this notice must be filed with the Simust be photocopies of the manually signed copy or bear typed or printed.			manually sign	ed. Any copies n	ot manually signed
Information Required: A new filing must contain all information requested in Part C, and any material of Appendix need not be filed with the SEC.					
Filing Fee: There is no federal filing fee.					
State: This notice shall be used to indicate reliance on the Uniform Limited Of ULOE and that have adopted this form. Issuers relying on ULOE must are to be, or have been made. If a state requires the payment of a fee as accompany this form. This notice shall be filed in the appropriate states this notice and must be completed.	file a sepa a precond	rate notice with tition to the claim	he Securities for the exem	Administrator in ption, a fee in the	each state where sales proper amount shall
ATT	ENTION	•			

SEC 1972 (5-05)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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filing of a federal notice.

#### A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: • Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer: · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers. Check Box(es) that Apply: □ Promoter Beneficial Owner □ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) U.S. Advisor, LLC Business or Residence Address (Number and Street, City, State, Zip Code) Five Financial Plaza, Suite 105, Napa, CA 94558 Check Box(es) that Apply: □ Promoter ■ Beneficial Owner ☐ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Internacional Realty, Inc. Business or Residence Address (Number and Street, City, State, Zip Code) 405 N. St. Mary's Street, Suite D, Sante Fe, NM 87502-3210 Check Box(es) that Apply: □ Promoter ■ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) CB Richard Ellis Investors, L.L.C. Business or Residence Address (Number and Street, City, State, Zip Code) 865 S. Figueroa Street, Suite 3500, Los Angeles, CA 90017 Check Box(es) that Apply: □ Promoter Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) CB Richard Ellis Investors/U.S. Advisor, LLC Business or Residence Address (Number and Street, City, State, Zip Code) Five Financial Plaza, Suite 105 Napa, CA 94558 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) General and/or Check Box(es) that Apply: ☐ Promoter ■ Beneficial Owner ☐ Executive Officer ☐ Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

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3. Does t	the offering	permit joii	nt ownershi	p of a single	unit?			•••••			Yes	No
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[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
Full Nam	ne (Last nar	ne first, if	individual)									
				and Street C	ity, State, Zi	n Code)		<u> </u>	<del></del>			
2422	21 Calle de	e la Louis	a Ste 308		ills, CA 926	-						
	Associated		Dealer									
<u></u>			Has Solicit	ed or Intend	s to Solicit P	urchasers					<del></del>	
(Che	ck "All Stat	tes" or che	ck individua	al States)					······································		_	l States
[AL]	[AK]	[AZ]	[AR]		[CO]	[CT]	[DE]	[DC]	(FL)	[GA]	[HI]	[ID]
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?													
Answer also in Appendix, Column 2, if filing under ULOE.   \$360,000*												Yes	No
2. What is the minimum investment that will be accepted from any individual?   Yes   No	1. Has the	issuer sold	, or does t	he issuer in	tend to sell,	to non-accre	dited invest	ors in this o	ffering?		•••••		$\boxtimes$
Yes   No   No   No   No   No   No   No   N		•			Answer also	in Appendix	k, Column 2	, if filing u	nder ULOE	•			
Yes   No   No   No   No   No   No   No   N	2. What is	the minim	um invest	ment that w	ill be accept	ed from any	individual?	••••••	************		••••	\$ 360,00	0*
4. Enter the information requested for cach person who has been or will be paid or given, directly or indirectly, any commission or similar remuneation for solicitation of purchasers in connections with sales of securities in the offering, If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. First first information for that broker or dealer registered with the SEC and/or with a state or state, list the name of the broker or dealer registered with the SEC and/or with a state or state, list the name of the broker or dealer roally.  Full Name (Last name first, if individual)  Young, 16  Business or Residence Address (Number and Street, City, State, Zip Code)  7373 N. Scottsdale Road, Suite D-120 Scottsdale, AZ 8523  Name of Associated Broker or Dealer  First Financial Equity Corp.  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)  [AL] [AK] [MS] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [ID] [IN] [NS] [MO] [MN] [MN] [MN] [MN] [MN] [MN] [MN] [MN					•	•						3/	N-
Commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual) Young, Jeff  Business or Residence Address (Number and Street, City, State, Zip Code) 7373 N. Scottsdale Road, Suite D-120 Scottsdale, AZ 85253  Name of Associated Broker or Dealer First Financial Equity Corp.  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)  [AL] [AK] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [NI] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [MD] [ND] [ND] [ND] [ND] [ND] [ND] [ND] [N	3. Does th	ne offering p	permit joir	nt ownership	p of a single	unit?		••••••	***************************************	•••••			
Young, Jeff	commis If a per or state	ssion or sime son to be li es, list the n	nilar remun sted is an a me of the	neration for associated p broker or o	solicitation erson or age lealer. If mor	of purchasers ont of a broke re than five (	s in connect er or dealer : 5) persons t	ion with sa registered v to be listed	les of secur vith the SE(	ities in the Cand/or wi	offering. th a state		
Business or Residence Address (Number and Street, City, State, Zip Code) 7373 N. Scottsdale Road, Suite D-120 Scottsdale, AZ 85253  Name of Associated Broker or Dealer First Financial Equity Corp.  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)  [AL] [AK] [M] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NN] [NH] [NI] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [MI] [NI] [NI] [NI] [NI] [NI] [NV] [NV] [NV] [NV] [WI] [WY] [PR] [VI] [VI] [VI] [VI] [VI] [VI] [VI] [VI			e first, if i	ndividual)									
Name of Associated Broker or Dealer First Financial Equity Corp.   States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States") or check individual States)   All States   All			e Address	(Number a	nd Street, Ci	ty, State, Zip	Code)					**************************************	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)   All States (Check "All States" or check individual States)   All States (Check "All States" or check individual States)   All States (Check "All States" or check individual States)   All States (Check "All States" or check individual States)   All States (Check "All States" or check individual States)   All States (Check "All States" or check individual)   All States (Check "All States" or check individual)   All States (Check "All States" or check individual States)   All States (Check "All States" or check					120 Scotts	dale, AZ 85	253						
All States   Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)   All States   All [AR] [AR] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]   [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]   [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]   Full Name (Last name first, if individual)   Diaz, Jaime   Business or Residence Address (Number and Street, City, State, Zip Code)   30 Wall Street, 10th Floor New York, NY 10005   States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)   All States   All State													
[AL] [AK] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IN] [IN] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] [PA] [MA] [MI] [MN] [MN] [MN] [MN] [MN] [MN] [MN] [MN	States in V	Which Perso	on Listed l	Has Solicite							<u> </u>		States
III.   IIN   IIA   IKS   IKY   ILA   IME   IMD   IMA   IMI   IMN   IMS   IMO   IMT   INE   INV   INH   INJ   INM   INT   INC   IND   IOH   IOK   IOR   IPA   IRI   ISC   ISD   ITN   ITX   IUT   IVT   IVA   IWA   IWV   IWI   IWY   IPR   IVY   IVA   IWA   IWA												[HI]	(ID)
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]  Full Name (Last name first, if individual) Diaz, Jaime  Business or Residence Address (Number and Street, City, State, Zip Code) 30 Wall Street, 10th Floor New York, NY 10005  Name of Associated Broker or Dealer GunnAllen Financial, Inc.  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)		-						• •				- <del>-</del>	
Pull Name (Last name first, if individual)   Diaz, Jaime		,	• -						_	_ <del>_</del>			
Business or Residence Address (Number and Street, City, State, Zip Code)   30 Wall Street, 10th Floor New York, NY 10005     Name of Associated Broker or Dealer   GunnAllen Financial, Inc.   States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)   All States   All States   All States   Inc.	[RI]	[SC]!	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Name of Associated Broker or Dealer GunnAllen Financial, Inc.   States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)			e first, if i	ndividual)									
GunnAllen Financial, Inc.  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)							Code)						
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Name of	Associated	Broker or	Dealer									
(Check "All States" or check individual States)       ☐ All States         [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]         [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]         [MT] [NE] [NV] [NH] [NJ] [NM] [NC] [NC] [ND] [OH] [OK] [OR] [PA]         [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]         Full Name (Last name first, if individual)         Brand, Rick         Business or Residence Address (Number and Street, City, State, Zip Code)         18831 Von Karman Irvine, CA 92612         Name of Associated Broker or Dealer         H&R Block         States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)       ☐ All States         [AL] [AK] [AZ] [AR] [M] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]       [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]         [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]	Gunn	Allen Finar	ncial, Inc.										
IIL   IN   IA   IKS   IKY   ILA   IME   IMD   IMA   IMI   IMN   IMS   IMO   IMT   INE   INV   INH   INJ   INM   IMS   IMO   IMT   INE   INC   IND   IMT   IND   IMT   INT								••••••		••••••	•••••	. 🔲 All	States
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RI   SC   SD   TN   TX   UT   VT   VA   WA   WV   WI   WY   PR							-	-					
Full Name (Last name first, if individual) Brand, Rick  Business or Residence Address (Number and Street, City, State, Zip Code)  18831 Von Karman Irvine, CA 92612  Name of Associated Broker or Dealer  H&R Block  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)						_							-
Business or Residence Address (Number and Street, City, State, Zip Code)  18831 Von Karman Irvine, CA 92612  Name of Associated Broker or Dealer  H&R Block  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)		<del> </del>					[41]	[VA]	[WAJ	[ [ [ ] ]			
18831 Von Karman Irvine, CA 92612         Name of Associated Broker or Dealer         H&R Block         States in Which Person Listed Has Solicited or Intends to Solicit Purchasers         (Check "All States" or check individual States)         [AL] [AK] [AZ] [AR] [M] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]         [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]         [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]	Bran	d, Rick											
H&R Block         States in Which Person Listed Has Solicited or Intends to Solicit Purchasers         (Check "All States" or check individual States)         [AL] [AK] [AZ] [AR] [						ity, State, Zi	p Code)		,				
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  [AL] [AK] [AZ] [AR] [			Broker or	Dealer	*								
(Check "All States" or check individual States)       □ All States         [AL] [AK] [AZ] [AR] [□] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]         [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]         [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]													
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<sup>\*</sup> A smaller amount may be accepted by the company, in its sole discretion. CHICAGO\_1325022\_1

<del></del>				В	. INFORM	ATION AB	OUT OFFE	RING			<del></del>	
1. Has th	ne issuer so	ld, or does						his offering g under UL			Yes	No
2. What	is the mini	mum inves	tment that	will be acc	epted from	any individ	iual?	*************	•••••••		\$ 360,00	0*
3. Does	the offering	g permit joi	int ownersl	ip of a sin	gle unit?						Yes ⊠	No □
comm offeri with a	nission or si ng. If a per a state or st	imilar remurson to be lates, list the	ineration for isted is an a e name of t	or solicitati associated he broker o	on of purch person or a or dealer. If	asers in co gent of a br more than	nnection wi oker or dea five (5) per	ven, directly th sales of s ler registere sons to be l er or dealer	ecurities in d with the S isted are ass	the SEC and/or		
	ne (Last na lio, Rich	me first, if	individual)									
Business	or Resider					, Zip Code	)		· · · · ·			
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	pendent Fi				-d-4- Calia	is December					<u> </u>	
						it Purchase					🔲 All	States
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	ne (Last na litz, Greg		individual)		· · · · · · · · · · · · · · · · · · ·							
Busines		nce Addres	-		, City, State	e, Zip Code	)					
Name of	f Associate	d Broker or	Dealer	01001							_	
States in	Which Pe	rson Listed	Has Solici			it Purchase						States
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[ <b>MN</b> ] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
Full Na	me (Last na											
Busines						e, Zip Code	<del>;</del> )					
Name o	f Associate	d Broker o		1 1 5 5 5 7 5	<u> </u>				·			
States in	n Which Pe	rson Listed				cit Purchase		•••••				l States
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. 11			<u> </u>	В	. INFORM	ATION AB	OUT OFFE	RING				
1. Has th	ne issuer so	ld, or does			•			this offering			Yes	No
2. What	is the mini	mum inves				-		_			\$ 360,00	0*
											Yes	No
commofferi offeri with a	nission or si ng. If a per a state or st	imilar remursion to be I ates, list the	ineration for isted is an a mame of t	or solicitati associated he broker o	on of purch person or a or dealer. If	asers in cor gent of a br more than	nnection wi oker or dea five (5) per	ven, directly th sales of s ler registere sons to be li er or dealer o	ecurities in d with the S isted are ass	the SEC and/or		
	ne (Last na		individual)									
Business	or Resider	nce Address			•	, Zip Code	)					******************
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[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MI] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI]											[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [P <b>R</b> ]
	ne (Last na ler, Myles		individual)	)								
Business	s or Reside	nce Addres	•			e, Zip Code	)	<del></del>		· · · · · · · · · · · · · · · · · · ·		
Name of	1 2nd Stre f Associate	d Broker or	Dealer	катает, С	A 94901							
	stment Sec			ited or Inte	nds to Solic	it Purchase	rs				•	
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	nstein, Ell s or Reside		ss (Number	and Street	t, City, Stat	e, Zip Code	.)		, <u>, , .</u>			<del></del>
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	n Which Pe eck "All St										🔲 Ali	States
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[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]

				F	. INFORM	ATION AB	OUT OFFE	RING				
1. Has th	ne issuer so	ld, or does						this offering			Yes	No
2. What	is the mini	mum inves	tment that	will be acc	epted from	any individ	lual?	•••••			\$ 360,000	0*
3. Does	the offering	g permit jo	int ownersl	nip of a sin	gle unit?			•••••			Yes ⊠	No □
comm offering with a	nission or si ng. If a per a state or st	imilar remurson to be lates, list the	ineration for isted is an e name of t	or solicitati associated he broker	ion of purch person or a or dealer. If	nasers in con gent of a br more than	nnection wi oker or dea five (5) per	ven, directly th sales of s ler registere sons to be ler or dealer	securities in ed with the S isted are ass	the SEC and/or		
	ne (Last na	me first, if	individual)									
Business					-	, Zip Code)	)			• • • • •		
Name of	Associated	Broker or	Dealer									
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	ne (Last na pas, Leslic		individual	)								
	s or Reside Palm Dr.,		-		, City, State	e, Zip Code	)					
Name of	f Associate ne Investm	d Broker o		· · · · · · · · · · · · · · · · · · ·		<del></del>						
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[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[ <b>KY</b> ] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
Full Na	me (Last na	me first, if	individual	)						· · · · · · · · · · · · · · · · · · ·	· · ·	
Busines	ighman, K s or Reside Newman	nce Addres	ss (Number	and Stree	-	e, Zip Code	·)					
Name o	f Associate	d Broker o		,-								
						cit Purchase				•••••		l States
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1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?					В	, INFORM	ATION AB	OUT OFFE	RING					
Answer also in Appendix, Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual?													No	
2. What is the minimum investment that will be accepted from any individual?	1. Has th	ie issuer so	ld, or does						_	•	•••••••••••••••••••••••••••••••••••••••		$\boxtimes$	
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or state, list the name of the broker or dealer. If no or of state, list the name of the broker or dealer. If no or of dealer. If no or of dealer dealer registered with the SEC and/or with a state or state, list the name of the broker or dealer. You may set forth the information for that broker or dealer are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer are associated persons of such a broker or dealer. You may set forth the information for that broker or dealer erons.  Full Name (Last name first, if individual) National Planning Corporation  Business or Residence Address (Number and Street, City, State, Zip Code)  1123 Chapala Street, 2nd Floor, Santa Barbara, CA 93101  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States). □ [All States or Check "All States" or check individual States). □ [All States or Check "All States" or check individual States). □ [All Mind] [Mind] [Min						• •								
3. Does the offering permit joint ownership of a single unit?  4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer, If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual)  National Planning Corporation  Business or Residence Address (Number and Street, City, State, Zip Code)  1123 Chapala Street, 2nd Floor, Santa Barbara, CA 93101  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check' All States' or check individual States).  [AL] [AK] [AZ] [AR] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [ILI] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MI] [MI] [NN] [MS] [MO] [MI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WT] [WV] [WV] [PR] [VV] [VV] [VV] [VV] [VV] [VV] [VV] [V	2. What	is the mini	mum inves	tment that	will be acc	epted from	any individ	lua1?			•••••••	\$ 360,00	0*	
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar renumeration for solicitation of purchasers in connection with sales of Securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual) National Planning Corporation  Business or Residence Address (Number and Street, City, State, Zip Code) 1123 Chapala Street, 2nd Floor, Santa Barbara, CA 93101  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States).  [AL] [AK] [AZ] [AR] [M] [CO] [CT] [DE] [DC] [FL] [GA] [H] [ID] [ILI] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [MD] [MD] [MD] [MD] [MD] [MD] [MD] [MD													No	
commission or similar remuneration for solicitation of purchasers in connection with sales of securities the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (3) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual) National Planning Corporation  Business or Residence Address (Number and Street, City, State, Zip Code) 1123 Chapala Street, 2nd Floor, Santa Barbara, CA 93101  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	3. Does	the offering	g permit joi	int ownersh	nip of a sing	gle unit?		•••••••	•••••			×		
National Planning Corporation	comm offering with a	nission or s ng. If a per a state or st	imilar remurson to be lates, list the	neration for isted is an e name of t	or solicitati associated the broker of	on of purch person or a or dealer. If	nasers in congent of a br more than	nnection wi oker or dea five (5) per	th sales of s ler registers sons to be l	ecurities in d with the sisted are ass	the SEC and/or			
Business or Residence Address (Number and Street, City, State, Zip Code)					•									
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)			<del></del>		and Street,	City, State	, Zip Code	)		<del></del>	<del></del>			
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All States   All   [AZ]   [AR]   [MB]   [CO]   [CT]   [DE]   [DC]   [FL]   [GA]   [HI]   [ID]   [IL]   [IN]   [IA]   [KS]   [KY]   [LA]   [ME]   [MD]   [MA]   [MI]   [MN]   [MS]   [MO]   [MT]   [NE]   [NV]   [NH]   [NJ]   [NM]   [NY]   [NC]   [ND]   [OH]   [OK]   [PA]   [RI]   [SC]   [SD]   [TN]   [TX]   [UT]   [VT]   [VA]   [WA]   [WV]   [WI]   [WY]   [PR]   [P	Name of	Name of Associated Broker or Dealer												
III.   IIN														
MT    NE    NV    NH    NJ    NM    NY    NC    ND    OH    OK    PA    RI    SC    SD    TN    TX    UT    VT    VA    WA    WV    WI    WY    PR    Full Name (Last name first, if individual)   Cortese, Rocco    Business or Residence Address (Number and Street, City, State, Zip Code)   333 The City Boulevard West, Suite 200, Orange, CA  92868    Name of Associated Broker or Dealer   OMNI Brokerage, Inc.  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)   CO    CT    [DE    [DC    [FL]   [GA    HI]   [ID]   [IL]   [IN]   [IA]   [KS]   [KY]   [LA]   [ME]   [MD]   [MA]   [MI]   [MN]   [MS]   [MO]   [MT]   [NE]   [NV]   [NH]   [NJ]   [NM]   [NY]   [NC]   [ND]   [OH]   [OK]   [OR]   [PA]   [RI]   [SC]   [SD]   [TN]   [TX]   [UT]   [VT]   [VA]   [WA]   [WV]   [WI]   [WY]   [PR]   Full Name (Last name first, if individual)   Forman, David    Business or Residence Address (Number and Street, City, State, Zip Code)   1236 Brace Road Suite F, Cherry Hill, NJ 08034   Name of Associated Broker or Dealer   Private Consulting Group    States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)   All States   All All S				• •						• •				
RI		• •												
Cortese, Rocco			-											
Business or Residence Address (Number and Street, City, State, Zip Code) 333 The City Boulevard West, Suite 200, Orange, CA 92868  Name of Associated Broker or Dealer OMNI Brokerage, Inc.  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)		•		individual	)									
Name of Associated Broker or Dealer       OMNI Brokerage, Inc.         States in Which Person Listed Has Solicited or Intends to Solicit Purchasers						-	-	)						
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All States   Check "All States" or check individual States)						<del></del>								
IIL]   [IN]   [IA]   [KS]   [KY]   [LA]   [ME]   [MD]   [MA]   [MI]   [MN]   [MS]   [MO]   [MT]   [NE]   [NV]   [NH]   [NJ]   [NM]   [NY]   [NC]   [ND]   [OH]   [OK]   [OR]   [PA]   [RI]   [SC]   [SD]   [TN]   [TX]   [UT]   [VT]   [VA]   [WA]   [WV]   [WI]   [WY]   [PR]   [WI]   [WY]   [WI]   [WY]   [PR]   [WI]   [WY]   [WI]												🔲 All	States	
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]  Full Name (Last name first, if individual) Forman, David  Business or Residence Address (Number and Street, City, State, Zip Code)  1236 Brace Road Suite F, Cherry Hill, NJ 08034  Name of Associated Broker or Dealer Private Consulting Group  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	[AL]	[AK]	[AZ]	[AR]		[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]  Full Name (Last name first, if individual) Forman, David  Business or Residence Address (Number and Street, City, State, Zip Code)  1236 Brace Road Suite F, Cherry Hill, NJ 08034  Name of Associated Broker or Dealer Private Consulting Group  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)														
Full Name (Last name first, if individual) Forman, David  Business or Residence Address (Number and Street, City, State, Zip Code)  1236 Brace Road Suite F, Cherry Hill, NJ 08034  Name of Associated Broker or Dealer Private Consulting Group  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)						_		_						
Business or Residence Address (Number and Street, City, State, Zip Code)  1236 Brace Road Suite F, Cherry Hill, NJ 08034  Name of Associated Broker or Dealer  Private Consulting Group  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	Full Na	me (Last na	ame first, if											
Name of Associated Broker or Dealer Private Consulting Group  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)				ss (Number	and Street	, City, Stat	e, Zip Code	:)						
Private Consulting Group  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)					Hill, NJ	08034								
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				В	. INFORM	ATION AB	OUT OFFE	RING		<del> </del>		
1. Has ti	ne issuer so	ld, or does						his offering			Yes	No
2 What	is the mini	mum invest								• > • • • • • • • • • • • • • • • • • •	\$ 360 000	)*
2. Wilat	is the mini	mum mves	mion mar	will be acc	epica nom	ary marvid			***************	• • • • • • • • • • • • • • • • • • • •	Yes	No
3. Does	the offering	g permit joi	nt ownersh	ip of a sing	gle unit?	•••••			•••••			
comn offeri with	nission or sing. If a per a state or sta	imilar remurson to be lates, list the	neration for isted is an a name of t	r solicitati associated he broker o	on of purch person or a or dealer. If	asers in con gent of a br more than	nnection wi oker or dea five (5) per	ven, directly th sales of s ler registere sons to be le or dealer of	ecurities in d with the s sted are ass	the SEC and/or		
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	ice, Gary											
	or Resider		•		• •		,					
	O Southwe f Associated		<del></del>	oo, Portia	na, OK 9	1239						
			Dealei								٠	
Private Consulting Group  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												
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	of Associate estar Capita		r Dealer									
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	•			В	. INFORM	ATION AB	OUT OFFE	RING		····	·	
											Yes	No
1. Has th	ne issuer so	ld, or does	the issuer i	ntend to se	ell, to non-a	ccredited in	vestors in t	his offering	?			$\boxtimes$
				Answer als	so in Appen	dix, Colum	ın 2, if filing	g under UL	OE.			
2. What	is the mini	mum inves	tment that	will be acc	epted from	any individ	lual?		••••••	·····	\$ 360,00	0*
											Yes	No
3. Does	the offering	g permit joi	nt ownersh	ip of a sing	gle unit?	•••••••	••••••••••				Ø	
comm offeri with a	nission or si ng. If a per a state or st	imilar remurson to be lates, list the	neration for isted is an a name of t	or solicitati associated he broker o	on of purch person or a or dealer. If	asers in con gent of a br more than	nnection wi oker or dea five (5) per	ven, directly th sales of s ler registere sons to be li er or dealer o	ecurities in d with the S sted are ass	the SEC and/or		
	ne (Last na		individual)									
	son, Robe											
	or Resider North Sta				, City, State 47060	, Zip Code)	)					
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Que	star Capital	Corp.										
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Que	star Capita	Corp.							<u> </u>			
					nds to Solid			•••••	***************************************	***************************************	🗀 All	States
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	gner, Eric		os (Niumbos	and Street	t, City, Stat	- 7in Code						
	ss of Reside 51 Park Ro				i, City, Stat	c, Zip Coue	;)					
	of Associate		r Dealer	-								
States is	n Which Pe	erson Listed			nds to Soli						🗆 Al	l States
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B. INFORMATION ABOUT OFFERING											
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?  Answer also in Appendix, Column 2, if filing under ULOE.	Yes	No 🖾									
2. What is the minimum investment that will be accepted from any individual?	\$ 360,000	)*									
3. Does the offering permit joint ownership of a single unit?	Yes ⊠	No									
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.											
Full Name (Last name first, if individual)											
Lamont, James  Business or Residence Address (Number and Street, City, State, Zip Code)		<del></del>									
4261 Park Road, Ann Arbor, MI 48103											
Name of Associated Broker or Dealer											
Sammons Securities  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)											
[AL] {AK} [AZ] [AR] [ [ CO] [CT] [DE] [DC] [FL] [GA] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]									
Full Name (Last name first, if individual) Sparacino, Carlo											
Business or Residence Address (Number and Street, City, State, Zip Code)											
23 Orchard Rd, Lake Forest, CA 92630  Name of Associated Broker or Dealer											
SII Investments											
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	🗌 All	States									
[AL] [AK] [AZ] [AR] [Mathematical [CO] [CT] [DE] [DC] [FL] [GA]	[HI]	[ID]									
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[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI]	[WY]	[PR]									
Full Name (Last name first, if individual)  Jones, Jeffrey											
Business or Residence Address (Number and Street, City, State, Zip Code) 1660 Dale Earnhardt Blvd., Kanapolis, NC 28083											
Name of Associated Broker or Dealer Synergy Investment Group	<del></del>										
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	🗀 Ali	l States									
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				E	. INFORM	ATION AB	OUT OFFE	RING				
1. Has ti	he issuer so	ld, or does						this offering			Yes	No
2. What	is the mini	mum inves	tment that	will be acc	epted from	any individ	lual?	•••••	***************************************	****************	\$ 360,00	0*
3. Does	the offering	g permit jo	int ownersl	hip of a sin	gle unit?	······	••••••	•••••			Yes ⊠	No □
comn offeri with	nission or s ing. If a pe a state or st	imilar remores rson to be lates, list th	uneration for listed is an e name of t	or solicitati associated the broker	on of purch person or a or dealer. If	nasers in congent of a br more than	nnection wi oker or dea five (5) per	ven, directly th sales of s ler registere sons to be li or or dealer	ecurities in d with the sisted are ass	the SEC and/or		
	ne (Last na nec, Jeff	me first, if	individual)	)								
Business	s or Resider		•		• •	, Zip Code	)					
	Financial  Associated			Napa, CA	94558	·		<del></del>	*-			
	Select Sec		11 C-11-1		-1-	* D						
	Which Per ck "All Sta							••••••			🗖 All	States
[AL] [IL] [MT] [Ri]	[AK] [IN] [NE] [SC]\	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [ <b>M</b> ) [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
	me (Last na gerald, Ke		individual	)				····				
Busines	s or Reside e Financia	nce Addres	-			e, Zip Code	)	· · · · · · · · · · · · · · · · · · ·				
Name of	f Associate	d Broker of		<u>.</u>								
States in	Select Sec Which Pe	rson Listed	Has Solici	ted or Inte	nds to Solic	it Purchase	rs		<del></del> -			
				***************************************								
[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	( <b>[</b> KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
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Full Na	me (Last na	me first, if		)								
Busines	s or Reside	nce Addres			-	e, Zip Code	)	_		., +		16774
	f Associate											
	n Which Pe							***************************************				1 States
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				P	. INFORM	ATION AB	OUT OFFE	RING				
											Yes	No
1. Has th	ne issuer so	ld, or does						_		••••••••••		$\boxtimes$
					• •			g under UL				
2. What	is the mini	mum inves	tment that	will be acc	epted from	any individ	lual?	•••••	•••••••		\$ 360,000	0*
3. Does	the offering	g permit jo	int ownersh	nip of a sin	gle unit?			***************************************		•••••	Yes ⊠	No □
comn offeri with a	nission or s ng. If a pe a state or st	imilar reminson to be lates, list the	uneration for listed is an e name of t	or solicitati associated he broker	on of purch person or a or dealer. If	asers in co gent of a br more than	nnection wi oker or dea five (5) per	ven, directly ith sales of s iler registere sons to be l er or dealer	ecurities in d with the S isted are ass	the SEC and/or		
	ne (Last na		individual)	)								
			-		City, State 87502-32		)					
	Associated ed Securiti											***
					nds to Solic		_				🔲 All	States
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [LA] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] {MO] [PA] [PR]
	ne (Last na olitz, Greg		individual	)							····	·
					, City, State e, PA 190		)					
	f Associate arton Equit		r Dealer									
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[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]		[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
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[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
Full Na	me (Last na	me first, if	individual	)								
Busines	s or Reside	nce Addres	ss (Number	and Street	t, City, State	e, Zip Code	·)					
Name o	of Associate	d Broker o	r Dealer									
					nds to Solid							l States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT] ———	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

	C. OFFERING FRICE, NUMBER OF INVESTORS, EAFENSES AND USE OF	T PROCEEDS	<u>,                                      </u>		
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged				
	Type of Security	Aggregate Offering Pri	: ice	Am	ount Aiready Sold
	Debt	\$ -0-		\$	-0-
	Equity	\$ -0-		\$	-0-
	☐ Common ☐ Preferred				
•	Convertible Securities (including warrants)	\$ -0-		\$	-0-
	Partnership Interests	\$ -0-		\$	-0-
	Other (Specify Individual beneficial interests in the Delaware Statutory Trust)	\$ 36,000,000	.00	\$ 36	,000,000.00
	Total	\$ 36,000,000	.00	\$ 36	5,000,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				A garragata
		Number Investors		Do	Aggregate ollar Amount f Purchases
	Accredited Investors	86		\$ 36	5,000,000.00
	Non-accredited Investors	-0-		\$	-0-
	Total (for filings under Rule 504 only)			\$	
	Answer also in Appendix, Column 4, if filing under ULOE.				<del></del> :
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part $C$ – Question 1.				
	Type of Offering	Type of Security		Do	ollar Amount Sold
	Rule 505			\$	
	Regulation A			\$	
	Rule 504			\$	
	Total			<u>\$</u>	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees	•••••	$\boxtimes$	\$ -0	-
	Printing and Engraving Costs		$\boxtimes$	\$ -0	-
	Legal Fees		$\boxtimes$	\$ 1,4	423,371
	Accounting Fees		$\boxtimes$	\$ -0	-
	Engineering Fees		$\boxtimes$	\$ -0	
	Sales Commission (specify finders' fees separately)	***************************************	$\boxtimes$	\$ 2,	872,000
	Other Expenses (identify)		$\boxtimes$	\$ -0	·
	Total		$\boxtimes$	\$ 4,	295,371

	C. OFFERING PRICE,	NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS	
b.	and total expenses furnished in response t	e offering price given in response to Part C – Ques o Part C – Question 4.a. This difference is the "adj	usted	\$ 31,704,629
5.	each of the purposes shown. If the amoun	I proceeds to the issuer used or proposed to be used it for any purpose is not known, furnish an estimate the total of the payments listed must equal the adjustions to Part C – Question 4.b above.	e and	
			Payments to Officers, Directors & Affiliates	Payments To Others
	Salaries and fees		<b>≤</b> \$0	<b>⊠</b> \$0
	Purchase of real estate		<b>⊠</b> <u>\$0</u>	\$ 23,212,50
	Purchase, rental or leasing and install	lation of machinery and equipment	<b>⊠</b> \$0	<b>⊠</b> \$0
	Construction or leasing of plant build	lings and facilities	⊠ \$0	<b>⊠</b> \$0
	offering that may be used in exchang pursuant to a merger)	uding the value of securities involved in this se for the assets or securities of another issuer	. ⊠ <u>\$0</u> . ⊠ <u>\$0</u>	<ul> <li>         ∑ \$0         <ul> <li>             ∑ \$0             </li> <li>             ∑ \$750,000             ∑ \$5,004,629         </li> </ul> </li> </ul>
	Column Totals		. 🛭 \$ 2,737,500	\$ 28,967,12
	Total Payments Listed (column total	s added)	. 🛭 🗵 <u>s</u>	31,704,629
_		D. FEDERAL SIGNATURE		
fo	llowing signature constitutes an undertakin	igned by the undersigned duly authorized person. g by the issuer to furnish to the U.S. Securities and by the issuer to any non-accredited investor pursua	Exchange Commiss	sion, upon written
Is	suer (Print or Type)	Signature	Date	
U	SA Houston Apartments Holdings, DST	Sean Van len	10/26	105
N	ame of Signer (Print or Type)	Title of Signer (Print or Type)	<i>V</i>	
В	eau Van Deren	Senior Vice President and Chief Financial Office USA Houston Apartments Holdings, DST	er, U.S. Advisor, LL	C, as the Trustee o

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

		E. STATE SIGNATURE			
1.	Is any party described in 17 CFR 230.262 of such rule?	presently subject to any of the disqualificati	•	Yes	No
		See Appendix, Column 5, for state respons	e.		
2	. The undersigned issuer hereby undertakes Form D (17 CFR 239.500) at such times a		state in which this notice is	filed, a no	tice on
3	. The undersigned issuer hereby undertake issuer to offerees.	s to furnish to the state administrators, upo	n written request, informati	on furnish	ied by the
4		issuer is familiar with the conditions that me the state in which this notice is filed and und ishing that these conditions have been satisf	lerstands that the issuer clair		
	The issuer has read this notification and knowndersigned duly authorized person.	ows the contents to be true and has duly cau	sed this notice to be signed	on its bel	alf by the
1	ssuer (Print or Type)	Signature /	Date		
Į	JSA Houston Apartments Holdings, DST	Dean Un Jen	10/26/2	10,-	
1	Name of Signer (Print or Type)	Title of Signer (Print or Type)			
3	Beau Van Deren	Senior Vice President and Chief Financial USA Houston Apartments Holdings, DST		, as the Tr	ustee of

#### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

## APPENDIX

								1	
1	2	2	3 Type of security	·		4		Disquali under Sta	fication
		to sell ccredited s in State	and aggregate offering price offered in state			investor and chased in State		(if yes, attach explanation of waiver granted)	
	(Part B	Item 1)	(Part C-Item 1)		(Part	C-Item 2)		(Part E-	Item 1)
State	Yes	No	:	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK		⊠	Delaware Statutory Trust interests in real estate - \$36,000,000	1	\$500,000.00	0	N/A		Ø
AZ		Ø	Delaware Statutory Trust interests in real estate - \$36,000,000	3	\$717,184.41	0	N/A		⊠
AR									
CA		⊠	Delaware Statutory Trust interests in real estate - \$36,000,000	51	\$22,212,816.98	0	N/A		⊠
СО		⊠	Delaware Statutory Trust interests in real estate - \$36,000,000	3	\$682,457.17	0	N/A		
СТ			Delaware Statutory Trust interests in real estate - \$36,000,000	1	\$369,838.42	0	N/A		⊠
DE									
DC									
FL		☒	Delaware Statutory Trust interests in real estate - \$36,000,000	3	\$2,192,507.14	0	N/A		×
GA		×	Delaware Statutory Trust interests in real estate - \$36,000,000	2	\$491,376.62	0	N/A		⊠
ні		Ø	Delaware Statutory Trust interests in real estate - \$36,000,000	1	\$344,401.00	0	N/A		⊠
ID		×	Delaware Statutory Trust interests in real estate - \$36,000,000	1	\$360,000.00	0	N/A		Ø
IL		⊠	Delaware Statutory Trust interests in real estate - \$36,000,000	1	\$360,000.00	0	N/A		⊠
IN									
IA									
KS									

# APPENDIX

т			· · · · · · · · · · · · · · · · · · ·			4		1	
1	Intend to non-ac investors (Part B-	to sell ccredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	Number C	Type of amount pur (Part		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
				Number of Accredited		Number of Non-Accredited			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
KY									
LA									
ME									
MD		⊠	Delaware Statutory Trust interests in real estate - \$36,000,000	2	\$435,000.00	0	N/A		Ø
MA									
MI	П	⊠	Delaware Statutory Trust interests in real estate - \$36,000,000	2	\$612,000.00	0	N/A		Ø
MN		⊠	Delaware Statutory Trust interests in real estate - \$36,000,000	2	\$628,000.00	0	N/A		Ø
MS									
МО									
MT									
NE									
NV		Ø	Delaware Statutory Trust interests in real estate - \$36,000,000	2	\$522,073.21	0	N/A		☒
NH									
NJ									
NM		×	Delaware Statutory Trust interests in real estate - \$36,000,000	1	\$415,525.15	0	N/A		⊠
NY		⊠	Delaware Statutory Trust interests in real estate - \$36,000,000	3	2,638,297.70	0	N/A		⊠
NC		Ø	Delaware Statutory Trust interests in real estate - \$36,000,000	1	\$375,798.46	0	N/A		Ø
ND									
ОН		⊠	Delaware Statutory Trust interests in real estate - \$36,000,000	2	\$1,060,000.00	0	N/A		⊠

## APPENDIX

1	2		3			4		5	
	Intend to non-ac investors (Part B-	to sell ecredited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of amount pur (Part		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
ок									
OR			Delaware Statutory Trust interests in real estate - \$36,000,000	1	\$462,548.00	0	N/A		
PA									
RI							_		
SC				·					
SD							•		
TN									
TX									
UT									
VT									
VA		⊠	Delaware Statutory Trust interests in real estate - \$36,000,000	1	\$170,175.74	0	N/A		⊠.
WA		⋈	Delaware Statutory Trust interests in real estate - \$36,000,000	1	\$250,000.00	0	N/A		⊠
wv									
WI		⊠	Delaware Statutory Trust interests in real estate - \$36,000,000	1	\$200,000.00	0	N/A		⊠
WY									
PR									